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**EXHIBIT A**

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*Proposed Special Regulatory Counsel to Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

**In re**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER GRANTING  
APPLICATION OF DEBTORS PURSUANT  
TO 11 U.S.C. § 327(E) AND FED. R.  
BANKR. P. 2014(A) AND 2016 FOR  
AUTHORITY TO RETAIN AND EMPLOY  
MORRISON & FOERSTER LLP AS  
SPECIAL REGULATORY COUNSEL FOR  
THE DEBTORS EFFECTIVE AS OF THE  
PETITION DATE**

Date: June 12, 2019  
Time: 9:30 a.m. (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

1           Upon the Application, dated March 22, 2019 (the “**Application**”),<sup>1</sup> of PG&E Corporation  
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors  
3 in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases  
4 (the “**Chapter 11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code (the  
5 “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure  
6 (the “**Bankruptcy Rules**”), for authority to retain and employ Morrison & Foerster LLP  
7 (“Morrison & Foerster”) as special regulatory counsel for the Debtors, effective as of the Petition  
8 Date, all as more fully set forth in the Application; and this Court having jurisdiction to consider  
9 the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the  
10 Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges, General Order 24 and  
11 Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the  
12 Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the  
13 Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and  
14 venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and  
15 proper notice of the Application having been provided to the parties listed therein, and it  
16 appearing that no other or further notice need be provided; and this Court having reviewed the  
17 Application, the Hill Declaration and the Loduca Declaration; and upon the record of the Hearing  
18 (if any was held) and all of the proceedings had before the Court; and this Court having found and  
19 determined that the relief sought in the Application is in the best interests of the Debtors, their  
20 estates, creditors, shareholders, and all parties in interest; and that the legal and factual bases set  
21 forth in the Application establish just cause for the relief granted herein; and after due  
22 deliberation and sufficient cause appearing therefor,

23           **IT IS HEREBY ORDERED THAT:**

- 24           1.       The Application is GRANTED.
- 25           2.       The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code  
26 and Bankruptcy Rules 2014(a) and 2016, to retain and employ Morrison & Foerster as special

27           \_\_\_\_\_  
28           <sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in  
the Application.

1 regulatory counsel in these Chapter 11 Cases, in accordance with Morrison & Foerster's standard  
2 hourly rates and reimbursement of disbursements policies, all as contemplated by the Application,  
3 effective as of the Petition Date.

4 3. Morrison & Foerster is authorized to render the following professional services:

- 5 a. advising and representing the Debtors generally in connection with  
6 ongoing investigations conducted by the Safety and Enforcement  
7 Division of the CPUC ("SED"), including by performing legal and  
8 factual due diligence, analyzing documents, conducting interviews,  
9 and formulating responses to inquiries received from CPUC  
(including the following data requests issued by the SED: Camp Fire  
SED-001 through SED-006; North Bay Fire SED-006 and SED-007;  
and other miscellaneous data requests);
- 10 b. formulating strategy in advance of and preparing on behalf of the  
11 Debtors necessary motions, applications, objections, and other  
12 filings in any Orders Instituting Investigation commenced by the  
SED relating to alleged violations of state laws and regulations in  
connection with the 2017 and 2018 wildfires;
- 13 c. advising and representing the Debtors generally in connection with  
14 any Notices of Violation or Electric Safety Citations, pursuant to  
15 CPUC Resolution ALJ-274, commenced by the SED relating to  
16 alleged violations of state laws and regulations in connection with  
the 2017 and 2018 wildfires;
- 17 d. negotiating with the SED and other regulatory bodies, as  
18 appropriate;
- 19 e. advising and representing the Utility regarding its rights and  
20 obligations under its Transportation Services Agreements with Ruby  
21 Pipeline, L.L.C.; and
- 22 f. performing all other necessary legal services in connection with the  
23 foregoing; *provided, however*, that to the extent Morrison & Foerster  
24 determines that such services fall outside of the scope of services  
25 historically or generally performed by Morrison & Foerster as  
26 special regulatory counsel, Morrison & Foerster will file a  
27 supplemental declaration.

28 4. Morrison & Foerster shall be compensated in accordance with, and will file,  
interim and final fee applications for allowance of its compensation and expenses and shall be  
subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy  
Local Rules, the Fee Guidelines, and any further order of the Court.

5. Morrison & Foerster shall be reimbursed for reasonable and necessary expenses as  
provided by the Fee Guidelines.

1           6.       Morrison & Foerster shall use its best efforts to avoid any duplication of services  
2 provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

3           7.       Notice of the Application as provided therein shall be deemed good and sufficient  
4 notice thereof.

5           8.       Morrison & Foerster shall provide reasonable notice to the Debtors and the U.S.  
6 Trustee of any increase of Morrison & Foerster's hourly rates.

7           9.       To the extent the Application is inconsistent with the terms of this Order, the terms  
8 of this Order shall govern.

9           10.      The Court shall retain jurisdiction to hear and determine all matters arising from or  
10 relating to the implementation, interpretation, or enforcement of this Order.

11                               \*\* END OF ORDER \*\*  
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